

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION**

United States, et al.

Plaintiffs,

vs.

Google LLC

Defendant.

Civil Action No. 1:23-cv-00108-LMB-JFA

**DECLARATION OF ALLEN R. DAVIS IN SUPPORT OF
NON-PARTIES MICROSOFT CORPORATION
AND XANDR INC.'S OBJECTIONS AND MOTION TO SEAL**

I, Allen R. Davis, hereby declare as follows:

1. I am an associate with the law firm of Orrick, Herrington, & Sutcliffe LLP, counsel for Microsoft Corporation and Xandr, Inc. (together, "Microsoft"). I respectfully submit this declaration in support of Microsoft's Objections and Motion to Seal (the "Memorandum").

2. This declaration is based upon my personal knowledge and my review of relevant documents in this case. I am competent to testify to the matters stated herein.

3. Attached as Exhibit 1 hereto is a true and correct copy of Defendant's DTX0073, a contract titled "Amended and Restated Display Media Services Agreement (AppNexus)," dated February 3, 2017. As Microsoft seeks to seal Exhibit 1 in its entirety, it has been filed under seal.

4. Attached as Exhibit 2 hereto is an excerpt of a true and correct copy Defendant's DTX0358, titled "Risks Related to Our Business and Industry," dated November 19, 2016. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

5. Attached as Exhibit 3 hereto is an excerpt of a true and correct copy Defendant's

DTX0749, an email with attachment titled “SAN – Native and Display Monetization,” dated July 17, 2019. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

6. Attached as Exhibit 4 hereto is an excerpt of a true and correct copy Defendant’s DTX0827, titled “SSP – Business Investment Case,” dated November 2011. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

7. Attached as Exhibit 5 hereto is an excerpt of a true and correct copy Defendant’s DTX0847, titled “Why ‘Microsoft Advertising?’ What is ‘Microsoft Advertising?’ What is MSAN?,” dated December 11, 2019. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

8. Attached as Exhibit 6 hereto is an excerpt of a true and correct copy Defendant’s DTX0962, titled “Future of Advertising,” dated July 2020. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

9. Attached as Exhibit 7 hereto is an excerpt of a true and correct copy Defendant’s DTX0963, titled “Drafted Strategy Materials: Monetize,” dated July 6, 2020. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

10. Attached as Exhibit 8 hereto is an excerpt of a true and correct copy Defendant’s DTX1083, titled “Ad Server Supplemental Deck,” dated March 29, 2021. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

11. Attached as Exhibit 9 hereto is an excerpt of a true and correct copy Defendant’s DTX1091, named “Auction Mechanics, Bid Shading and SPO Overview,” dated April 23, 2021.

A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

12. Attached as Exhibit 10 hereto is an excerpt of a true and correct copy Defendant's DTX1129, named "Google Import Feature Guide," dated Aug. 19, 2021. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

13. Attached as Exhibit 11 hereto is an excerpt of a true and correct copy Defendant's DTX1135, titled "MSAN and Gaming: Programmatic Native & Video Advertising," dated September 23, 2021. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

14. Attached as Exhibit 12 hereto is an excerpt of a true and correct copy Defendant's DTX1142, titled "Xandr Bidder Strategy Assessment," dated October 2021. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

15. Attached as Exhibit 13 hereto is an excerpt of a true and correct copy Defendant's DTX1203, a presentation concerning Xandr, dated December 3, 2021. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

16. Attached as Exhibit 14 hereto is an excerpt of a true and correct copy Defendant's DTX1209, titled "Xandr POV: TTD Open Path," dated February 2022. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

17. Attached as Exhibit 15 hereto is an excerpt of a true and correct copy Defendant's DTX1215, titled "Getting Up to Speed on Xandr," dated February 11, 2022. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

18. Attached as Exhibit 16 hereto is an excerpt of a true and correct copy Defendant's DTX1282, titled "Future of Advertising," dated June 2022. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

19. Attached as Exhibit 17 hereto is an excerpt of a true and correct copy Defendant's DTX1285, titled "Microsoft Ad Tech Timeline." A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

20. Attached as Exhibit 18 hereto is an excerpt of a true and correct copy Defendant's DTX1288, titled "Advertising as Microsoft Before June 7th 2022," dated June 7, 2022. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

21. Attached as Exhibit 19 hereto is an excerpt of a true and correct copy Defendant's DTX1289, titled "Digital Advertising Market Sizing," dated June 7, 2022. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

22. Attached as Exhibit 20 hereto is an excerpt of a true and correct copy Defendant's DTX1305, titled "Future of Advertising," dated June 2022. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

23. Attached as Exhibit 21 hereto is an excerpt of a true and correct copy Defendant's DTX1337, titled "Publisher Partner Growth FAQ," dated September 9, 2022. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

24. Attached as Exhibit 22 hereto is an excerpt of a true and correct copy Defendant's DTX1364, titled "Microsoft and News Corp: News Corp Partner Day," dated October 19, 2022. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has

been filed under seal.

25. Attached as Exhibit 23 hereto is an excerpt of a true and correct copy Defendant's DTX1367, titled "Netflix Status, 'Halo Effects' & CTV," dated October 20, 2022. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

26. Attached as Exhibit 24 hereto is an excerpt of a true and correct copy Defendant's DTX1462, titled "Matching Refresher 2023," dated January 17, 2023. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

27. Attached as Exhibit 25 hereto is an excerpt of a true and correct copy Defendant's DTX1491, titled "Questions about supply strategy," dated February 23, 2023. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

28. Attached as Exhibit 26 hereto is an excerpt of a true and correct copy Defendant's DTX1524, titled "Welcome to Microsoft Advertising," dated April 11, 2023. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

29. Attached as Exhibit 27 hereto is an excerpt of a true and correct copy Defendant's DTX1840, a data figure titled "Microsoft Audience Network U.S. Spending, Apr 2020-Dec 2022." A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

30. Attached as Exhibit 28 hereto is an excerpt of a true and correct copy Defendant's DTX1958, a data figure titled "Xandr Monetize (Exchange) U.S. Indirect Display Spending by Environment, 2019-2022." A proposed acceptable redaction is attached hereto and the

corresponding unredacted excerpt has been filed under seal.

31. Attached as Exhibit 29 hereto is an excerpt of a true and correct copy of Plaintiffs' PTX1603, titled "2019 Publisher Tools Direct Supply," Dated December 13, 2018. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

32. Attached as Exhibit 30 hereto is an excerpt of a true and correct copy of Plaintiffs' PTX1626, a submission to the French Competition Authority, dated October 29, 2019. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

33. Attached as Exhibit 31 hereto is an excerpt of a true and correct copy of Plaintiffs' PTX1628, a set of two documents titled "DSP Investment Strategy" and "SSP Business Investment Case," dated November 14, 2019. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

34. Attached as Exhibit 32 hereto is an excerpt of a true and correct copy of Plaintiffs' PTX1644, a submission to the French Competition Authority, dated May 27, 2020. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

35. Attached as Exhibit 33 hereto is an excerpt of a true and correct copy of Plaintiffs' PTX1649, titled "Product & Platform Strategy," dated July 27, 2020. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

36. Attached as Exhibit 34 hereto is an excerpt of a true and correct copy of Plaintiffs' PTX1659, titled "Getting Up to Speed on Xandr," dated February 11, 2022. A proposed acceptable redaction is attached hereto and the corresponding unredacted excerpt has been filed under seal.

37. As the redacted information in Exhibits 1-34 reflect confidential, non-public, and commercially sensitive information, including Microsoft's business strategies and financial data, and as further outlined in Appendix A to the Memorandum of Law in Support of Non-Parties Microsoft and Xandr Inc.'s Objections and Motion to Seal, Microsoft requests the redacted portions remain sealed.

I declare under penalty of perjury that the foregoing is true and correct.

Executed July 26, 2024,
in Washington, D.C.



Allen R. Davis